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PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: RACHELITA OHR

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ARTICLES OF INCORPORATION

OF

**RACHEL-ITA OHR SHABBAT, INC.**  
A Florida corporation not-for-profit

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This is to certify that we, the undersigned, for the purpose of forming a corporation under the provisions of Chapter 617 of the Florida Statutes, do hereby make, subscribe, acknowledge and file these Articles of Incorporation and certify that:

ARTICLE I

The name of the corporation ("Corporation") shall be as follows:

**RACHEL-ITA OHR SHABBAT, INC.**

ARTICLE II

The business address of the Corporation is 22161 Larkspur Trail, Boca Raton, Florida 33433.

ARTICLE III

Statement of Corporate Nature

This is a non-profit corporation organized solely for general charitable purposes pursuant to the Florida Corporation Act Not for Profit Law set forth in part one of Chapter 617 of the Florida Statutes.

ARTICLE IV

General and Specific Purposes

A. The specific and primary purposes for which this corporation is formed are to provide religious articles, assistance and encouragement to individuals who are confined to healthcare facilities such as hospitals, nursing homes and rehabilitation centers or who are otherwise in need of assistance.

B. The general purposes for which this corporation is formed are to operate exclusively

MORTON B. ZEMEL, ESQ.  
4700 B. SHERIDAN ST.  
HOLLYWOOD, FL 33021  
(954) 962-9623 / FBNO : 90723

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for such religious purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

C. This Corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under §501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may be hereafter amended.

#### ARTICLE V Term

This Corporation shall have perpetual existence.

#### ARTICLE VI Membership

The Corporation shall have a membership distinct from the Board of Directors. Any person paying the dues as determined by the Board of Directors from time to time and agreeing to be bound by the Articles of Incorporation of this Corporation, by the By-Laws and by such Rules and Regulations as the Board of Directors from time to time may adopt is eligible for membership in this Corporation upon making application therefor to the Board of Directors.

#### ARTICLE VII Subscribers

The names and residence addresses of the subscribers of this Corporation are as follows:

JUDITH M. ZEMEL	22200 Larkspur Trail Boca Raton, Florida 33433
GLORIA L. KAMINETZKY	22161 Larkspur Trail Boca Raton, Florida 33433
JERRY KAMINETZKY	22161 Larkspur Trail

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Boca Raton, Florida 33433

FRANCES BAND

7674 Cypress Crescent  
Boca Raton, Florida 33433

CHANNON BAND

7674 Cypress Crescent  
Boca Raton, Florida 33433

#### ARTICLE VIII

##### Location of Principal Office and Identification of Registered Agent

A. The County in the State of Florida where the principal office for the transaction of the business of this Corporation is to be located is the County of Palm Beach.

B. The address of this Corporation's Registered Office is 22161 Larkspur Trail, Boca Raton, Florida 33433 and the name of the Initial Registered Agent is GLORIA KAMINETZKY.

#### ARTICLE XI

##### Management of Corporate Affairs

A. Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation shall be not less than three (3), provided however, that such number may be increased or decreased from time to time by a majority vote of the Board of Directors, provided that the minimum number shall never be less than three (3) members. The Directors named herein as the first Board of Directors shall hold office until the first annual meeting, at which time the election of Directors shall be held. Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of two (2) years and until the qualification of the next elected Board of Directors. Annual meetings shall be held at 8:00 p.m. on the second Wednesday in May of each year at the principal office of the Corporation, or such other times, place, or places as the Board of Directors may designate from time to time by resolution. Any action required or permitted to be taken by the

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Board of Directors under any provision of law, may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Board of Directors and any certificate or other document filed under any provision of law which relates to actions so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and By-Laws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority. The names and addresses of such first members of the Board of Directors are as follows:

JUDITH M. ZEMEL	22200 Larkspur Trail Boca Raton, Florida 33433
GLORIA L. KAMINETZKY	22161 Larkspur Trail Boca Raton, Florida 33433
JERRY KAMINETZKY	22161 Larkspur Trail Boca Raton, Florida 33433
FRANCES BAND	7674 Cypress Crescent Boca Raton, Florida 33433
CHANNON BAND	7674 Cypress Crescent Boca Raton, Florida 33433

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Treasurer, Secretary; and such other officers as the By-Laws of this Corporation may authorize the Directors to elect from time to time. Such officers shall be elected at the first annual meeting of the Board of Directors and annually thereafter. Until such elections,

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however, the following persons shall serve as corporate officers:

Presidium	JUDITH M. ZEMEL GLORIA L. KAMINETZKY
Vice President	JERRY KAMINETZKY
Treasurer	CHANNON BAND
Secretary	FRANCES BAND

#### ARTICLE X By-Laws

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation not-for-profit law of Florida concerning corporate actions that must be authorized or approved by the members of the Corporation, the By-Laws of the Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted by following the procedure set forth in the By-Laws.

#### ARTICLE XI

The property of this Corporation is irrevocably dedicated to religious and charitable purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any Director, Officer or member thereof or to the benefit of any private individual.

#### ARTICLE XII Distribution of Assets

Upon the dissolution or winding up of this Corporation, its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed as determined by the Board of Directors to a non-profit fund, foundation, or corporation which is organized and operated exclusively for religious and charitable purposes and which has established

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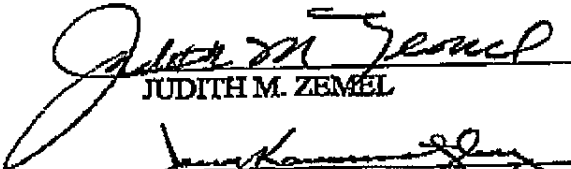

its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal tax laws.

ARTICLE XIII  
Amendment of Articles

Amendments to these Articles of Incorporation shall be by following the procedure set forth in the By-Laws. Provided, however, that the name of the Corporation can only be changed by the affirmative vote of a majority of all Directors present at a meeting of Directors at which a quorum is present.

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and seals at Boca Raton, Palm Beach County, State of Florida, this 4 day of November 1998.

  
JUDITH M. ZEMEL  
  
JERRY KAMINETZKY

  
GLORIA L. KAMINETZKY

  
CHANNON BAND

  
FRANCES BAND

STATE OF FLORIDA            )  
                                      ) ss.  
COUNTY OF PALM BEACH    )

The foregoing instrument was acknowledged before me this 4 day of November, 1998, by JUDITH M. ZEMEL, GLORIA L. KAMINETZKY, JERRY KAMINETZKY, CHANNON BAND, FRANCES BAND, as incorporators of RACHEL-ITA OHR SHABBAT, INC.,

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a Florida corporation not for profit.

(SEAL)

*[Signature]*  
NOTARY PUBLIC, State of Florida  
My commission Expires:

Personally known X  
or Produced Identification \_\_\_\_\_  
(Type of Identification Produced \_\_\_\_\_)

OFFICIAL NOTARY SEAL  
MORTON B. ZIMMER  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC467455  
MY COMMISSION EXP. JUNE 29, 1999

**ACCEPTANCE OF REGISTERED AGENT**

I hereby accept designation as Registered Agent of the above named corporation.

*[Signature]*  
GLORIA L. KAMINETZKY

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